

EXHIBIT D

SOIL MANAGEMENT PROTOCOL

(For Non-Settling Defendant Property)

1. This Soil Management Protocol is an Exhibit to a certain Grant of Environmental Restriction and Easement (the “Grant”) relating to the GE-Pittsfield Housatonic River Site. All terms used in this Protocol shall have the same meaning as defined in the Grant.
2. Soil sampling and excavation shall be conducted with the oversight of a Licensed Site Professional, to the extent required by Paragraph 4 (“Permitted Activities and Uses”) of the Grant.
3. Soil and materials from within the Soil Cover Area or the Open Soil/Vegetated Area which have been excavated solely within one (1) foot of the surface of the ground may be (i) disposed of in either the Soil Cover Area or the Open Soil/Vegetated Area, with no sampling required; (ii) disposed of off-Property, in accordance with Paragraph 9 of this Protocol; (iii) returned to the original excavation for use as backfill, with no sampling required; or (iv) a combination of the management options listed in this Paragraph 3 of this Protocol.
4. Soil and materials from within the Soil Cover Area or the Open Soil/Vegetated Area, and excavated below one (1) foot of the surface of the ground, or from within the Engineered Barrier Area, the Enhanced Pavement Area, or the Other Ground Covering Feature Area **[as applicable to the Property]**, and excavated from any depth may be (i) returned to the original excavation, with no sampling required, to within one (1) foot of the surface of the ground, with the remaining one (1) foot of the original excavation backfilled with clean soil or with soil excavated solely from the top one (1) foot of the original excavation; (ii) disposed of off-Property, in accordance with Paragraph 9 of this Protocol; or (iii) a combination of the management options listed in this Paragraph 4 of this Protocol.
5. As required by Paragraph 4 (“Permitted Activities and Uses”) of the Grant, Grantor shall return the Property, or any portion thereof, to its prior condition immediately upon completion of such activity or use. Such restoration shall include, without limitation, (i) backfilling excavations to the original surface grade with clean soil, except for any soil that may be returned to the original excavation pursuant to this Protocol; (ii) replacing and repairing any aspects or component of the Other Ground Covering Feature Area and any aspect or component of the Response Action situated within the Soil Cover Area, the Engineered Barrier Area, or the Enhanced Pavement Area **[as applicable to the Property]** disturbed by the activities and uses allowed hereunder; and, (iii) reestablishing any disturbed vegetation.
6. Grantor shall implement the management procedures and measures required by the provisions of 310 Code of Massachusetts Regulations (CMR) Section 40.0018 (1) and (2) otherwise applicable to

response actions, as amended. Excavations permitted under subparagraphs 4.A, 4.B, 4.C, 4.D and 4.E of the Grant shall be conducted in a timely fashion so as to minimize the time when excavated areas are open and/or excavated materials are stored on the Property to the minimum time practicable for such activity or use; provided, however, that the duration of such excavation shall not exceed fourteen (14) days. Grantor shall, during excavation, use best management practices to control contaminant migration, exposure to contaminant material, and erosion, runoff, and dust emissions.

7. Grantor shall keep separate (i) soil excavated from within the top one (1) foot of the ground in the Soil Cover Area or the Open Soil/Vegetated Area; (ii) soil excavated from below the top one (1) foot of the ground in the Soil Cover Area or the Open Soil/Vegetated Area or, regardless of depth, from within the Engineered Barrier Area, the Enhanced Pavement Area, or the Other Ground Covering Feature Area **[as applicable to the Property]**; and (iii) clean backfill. Soil and other materials shall be stored in the same Restricted Area from which they were excavated. All soil and other material shall be stored in a manner consistent with 310 CMR § 40.0036 and 40 Code of Federal Regulations § 761.61(c) or § 761.65, all as amended.

8. Any materials (e.g., soils, sediments, and personal protective equipment) excavated, collected, placed, used and/or stored on the Property or elsewhere, in connection with such excavation, shall be properly disposed of within ninety (90) days from the date of such initial storage or within such longer time as is permitted under any applicable state or federal law or regulation.

9. All off-Property disposal of soil and other materials, including without limitation, used personal protective equipment, shall be: (i) at a facility licensed to accept such materials and in compliance with all applicable laws, rules and regulations; or (ii) at an EPA- approved on-plant consolidation area at the GE Plant if such consolidation area is in operation at the relevant time, and in compliance with all operating procedures for such consolidation area, but only with the approval of the owner of such consolidation area. All disposal of soil and other materials off-Property or outside the Restricted Area from which such soils and materials were excavated shall be conducted with the oversight of a Licensed Site Professional. In no case shall soil or other materials be disposed of or reused at locations, including, without limitation, schools, residences, or agricultural areas, where existing concentrations of oil and/or hazardous materials at the receiving location are significantly lower than the levels of those oil and/or hazardous materials present in the soil or such other materials being disposed of or reused, in accordance with 310 CMR § 40.0032(3)(b). Grantor shall conduct sampling sufficient to assure adequate characterization for off-Property disposal subject to oversight by an LSP and in accordance with state and federal laws and regulations, including without limitation, 310 CMR § 40.0017.